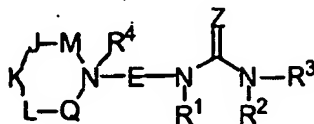


AMENDMENTS TO THE CLAIMS

1-21. (CANCELLED)

| ~~22.~~ (ORIGINAL) A compound of formula (I):

(I)

or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

M is absent;

Q is selected from CH₂, CHR⁵, CHR¹³, CR¹³R¹³, and CR⁵R¹³;

K is selected from CH₂, CHR⁵, CHR⁶, CR⁶R⁶ and CR⁵R⁶;

L is selected from CHR⁵ and CR⁵R⁶;

J is selected from CH₂, CHR⁵, CHR¹³, and CR⁵R¹³;

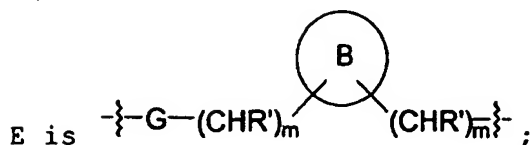
Z is selected from O, S, NR^{1a}, C(CN)₂, CH(NO₂), and CHCN;

R^{1a} is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, CONR^{1b}R^{1b}, OR^{1b}, CN, NO₂, and (CH₂)_wphenyl;

R^{1b} is independently selected from H, C₁₋₃ alkyl, C₃₋₆ cycloalkyl, and phenyl;

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AMENDMENTS TO THE CLAIMS



G is selected from a bond, C=O, and SO₂;

Ring B is a 5, 6, or 7 membered saturated heterocyclic ring wherein the heterocycle ring includes -NR⁹-, -O-, -S(O)_p-, -NR^{9d}C(O)-, -C(O)NR^{9d}-, -C(O)O-, -OC(O)-, -NR^{9d}C(O)NR^{9d}-, -NR^{9d}C(O)O-, -NR^{9d}S(O)₂-, -S(O)₂NR^{9d}-, or -OC(O)NR^{9d}-, the heterocycle ring being optionally substituted by 0-2 R⁸;

R¹ and R² are independently selected from H, C₁₋₈ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, and (CH₂)_rC₃₋₆ cycloalkyl;

R³ is selected from methyl substituted with 0-1 R¹⁰, C₂₋₈ alkyl substituted with 0-3 R⁷, C₃₋₈ alkenyl substituted with 0-3 R⁷, C₃₋₈ alkynyl substituted with 0-3 R⁷, C₂ fluoroalkyl, C₃₋₈ haloalkyl, a (CR^{3'}R^{3''})_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R¹⁵ and a (CR^{3'}R^{3''})_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁵;

R^{3'} and R^{3''}, at each occurrence, are selected from H, C₁₋₆alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and phenyl;

AMENDMENTS TO THE CLAIMS

R^4 is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_qC(O)R^{4b}$, $(CH_2)_qC(O)NR^{4a}R^{4a'}$, $(CH_2)_qC(O)OR^{4b}$, and a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-3 R^{4c} ;

R^{4a} and $R^{4a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^{4b} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, $(CH_2)_rC_{3-6}$ cycloalkyl, C_{3-8} alkynyl, and phenyl;

R^{4c} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4a}R^{4a'}$, and $(CH_2)_rphenyl$;

R^5 is selected from a $(CR^{5'}R^{5''})_t-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{16} and a $(CR^{5'}R^{5''})_t$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16} ;

$R^{5'}$ and $R^{5''}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

AMENDMENTS TO THE CLAIMS

R^6 , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r C_{3-6}$ cycloalkyl, $(CF_2)_r CF_3$, CN, $(CH_2)_r NR^{6a} R^{6a'}$, $(CH_2)_r OH$, $(CH_2)_r OR^{6b}$, $(CH_2)_r SH$, $(CH_2)_r SR^{6b}$, $(CH_2)_r C(O)OH$, $(CH_2)_r C(O)R^{6b}$, $(CH_2)_r C(O)NR^{6a} R^{6a'}$, $(CH_2)_r NR^{6d} C(O)R^{6a}$, $(CH_2)_r C(O)OR^{6b}$, $(CH_2)_r OC(O)R^{6b}$, $(CH_2)_r S(O)_p R^{6b}$, $(CH_2)_r S(O)_2 NR^{6a} R^{6a'}$, $(CH_2)_r NR^{6d} S(O)_2 R^{6b}$, and $(CH_2)_t$ phenyl substituted with 0-3 R^{6c} ;

R^{6a} and $R^{6a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c} ;

R^{6b} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c} ;

R^{6c} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_r CF_3$, $(CH_2)_r OC_{1-5}$ alkyl, $(CH_2)_r OH$, $(CH_2)_r SC_{1-5}$ alkyl, and $(CH_2)_r NR^{6d} R^{6d}$;

R^{6d} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

with the proviso that when any of J or K is CR^{6R^6} and R^6 is cyano, or bonded to the carbon to which it is attached through a heteroatom, the other R^6 is not cyano, or bonded to the carbon to which it is attached through a heteroatom;

AMENDMENTS TO THE CLAIMS

R^7 is selected from NO_2 , CN , $\text{NR}^{7a}\text{R}^{7a'}$, OH , OR^{7d} , $\text{C}(\text{O})\text{H}$,
 $\text{C}(\text{O})\text{OH}$, $\text{C}(\text{O})\text{R}^{7b}$, $\text{C}(\text{O})\text{NR}^{7a}\text{R}^{7a'}$, $\text{NR}^{7f}\text{C}(\text{O})\text{OR}^{7d}$,
 $\text{OC}(\text{O})\text{NR}^{7a}\text{R}^{7a'}$, $\text{NR}^{7f}\text{C}(\text{O})\text{R}^{7b}$, $\text{NR}^{7f}\text{C}(\text{O})\text{NR}^{7f}\text{R}^{7f}$,
 $\text{C}(\text{O})\text{OR}^{7d}$, $\text{OC}(\text{O})\text{R}^{7b}$, $\text{C}(=\text{NR}^{7f})\text{NR}^{7a}\text{R}^{7a'}$,
 $\text{NHC}(=\text{NR}^{7f})\text{NR}^{7f}\text{R}^{7f}$, $\text{S}(\text{O})_p\text{R}^{7b}$, $\text{S}(\text{O})_2\text{NR}^{7a}\text{R}^{7a'}$,
 $\text{NR}^{7f}\text{S}(\text{O})_2\text{R}^{7b}$, C_{1-6} haloalkyl;

R^{7a} and $R^{7a'}$, at each occurrence, are selected from H,
 C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(\text{CH}_2)_r\text{-C}_{3-10}$
carbocyclic residue substituted with 0-5 R^{7e} ,
and a $(\text{CH}_2)_r\text{-5-10}$ membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-2 R^{7e} ;

alternatively, R^{7a} and $R^{7a'}$, along with the N to which
they are attached, join to form a 5-6 membered
heterocyclic system containing 1-2 heteroatoms
selected from NR^{7h} , O, and S and optionally fused
with a benzene ring or a 6-membered aromatic
heterocycle;

R^{7b} , at each occurrence, is selected from H, C_{1-6}
alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(\text{CH}_2)_r\text{-C}_{3-6}$
carbocyclic residue substituted with 0-3 R^{7e} , and
 $(\text{CH}_2)_r\text{-5-6}$ membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
substituted with 0-2 R^{7e} ;

AMENDMENTS TO THE CLAIMS

R^{7d}, at each occurrence, is selected from C₃₋₈ alkenyl, C₃₋₈ alkynyl, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, C(O)C₁₋₆ alkyl, C(O)OC₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, (CH₂)_rphenyl, and a heterocycle substituted with 0-1 R^{7g}, wherein the heterocycle is selected from imidazole, thiazole, oxazole, pyrazole, 1,2,4-triazole, 1,2,3-triazole, isoxazole, and tetrazole,;

R^{7f}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl;

R^{7g} is selected from methyl, ethyl, acetyl, and CF₃;

R^{7h} is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, (CH₂)_rphenyl, C(O)R^{7f}, C(O)OR⁷ⁱ, and SO₂R⁷ⁱ;

R⁷ⁱ, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl;

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R^8 is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{1-6} haloalkyl, a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-3 R^{8c} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{8c} ;

R^{8a} , at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-5 R^{8e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e} ;

R^{8b} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{8e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e} ;

R^{8c} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r$ - C_{3-6} cycloalkyl, Cl, Br, I, F, $(CF_2)_r$ - CF_3 , NO_2 , CN, $(CH_2)_r$ - $NR^{8f}R^{8f}$, $(CH_2)_r$ -OH, $(CH_2)_r$ - OC_{1-4} alkyl, $(CH_2)_r$ - SC_{1-4} alkyl, $(CH_2)_r$ -C(O)OH, $(CH_2)_r$ -C(O) R^{8a} , $(CH_2)_r$ -C(O) $NR^{8f}R^{8f}$, $(CH_2)_r$ - $NR^{8f}C(O)R^{8a}$, $(CH_2)_r$ -C(O) OC_{1-4} alkyl, $(CH_2)_r$ -OC(O) R^{8b} , $(CH_2)_r$ -S(O) pR^{8b} , $(CH_2)_r$ -S(O) $_2NR^{8f}R^{8f}$, $(CH_2)_r$ - $NR^{8f}S(O)_2R^{8b}$, and $(CH_2)_r$ -phenyl substituted with 0-3 R^{8e} ;

AMENDMENTS TO THE CLAIMS

R^{8e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{8f}R^{8f}, and (CH₂)_rphenyl;

R^{8f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R⁹ is selected from H, CH₃, C₂₋₆ alkyl substituted with 0-3 R^{9a}, C₃₋₈ alkenyl, C₃₋₈ alkynyl, C₁₋₆ haloalkyl, (CHR')_rC(O)C₁₋₆ alkyl substituted with 0-3 R^{9j}, (CHR')_rC(O)OC₁₋₆ alkyl substituted with 0-3 R^{9b}, (CHR')_rC(O)NR^{9d}R^{9d'}, (CHR')_rS(O)₂C₁₋₆ alkyl, S(O)₂C₁₋₆ haloalkyl, (CHR')_rS(O)₂NR^{9d}R^{9d'}, R^{9'}, (CHR')_rC(O)R^{9'}, (CHR')_rC(O)NR^{9d}R^{9'}, (CHR')_rS(O)₂R^{9'}, and (CHR')_rS(O)₂NR^{9d}R^{9'};

R^{9'}, at each occurrence, is independently selected from (CHR')_rC₃₋₆ cycloalkyl substituted with 0-3 R^{9e}, (CHR')_rphenyl substituted with 0-3 R^{9c}, (CHR')_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c},

R^{9a}, at each occurrence, is selected from CN, NO₂, OC₁₋₅ alkyl, CF₃, OH, OC₁₋₅ alkyl, OC(O)C₁₋₅ alkyl, SC₁₋₅ alkyl, S(O)_pC₁₋₅ alkyl, and NR^{9d}R^{9d'};

AMENDMENTS TO THE CLAIMS

R^{9b}, at each occurrence, is selected from C₃₋₆ cycloalkyl, CN, (CF₂)_rCF₃, (CH₂)_qOC₁₋₅ alkyl, (CH₂)_qOH, (CH₂)_qSC₁₋₅ alkyl, (CH₂)_rS(O)_pC₁₋₅ alkyl, and (CH₂)_qNR^{9d}R^{9d'};

R^{9c}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CHR')_rC(O)C₁₋₅ alkyl, (CHR')_rC(O)OC₁₋₅ alkyl, (CHR')_rC(O)NR^{9d}R^{9d'}, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rS(O)_pC₁₋₅ alkyl, and (CH₂)_rNR^{9d}R^{9d'};

provided that if R^{9c} is attached to a carbon attached to the nitrogen on Ring B, then R^{9c} is selected from (CH₂)_qOH, (CH₂)_qOC₁₋₅ alkyl, (CH₂)_qSC₁₋₅ alkyl, (CH₂)_qS(O)_pC₁₋₅ alkyl, and (CH₂)_qNR^{9d}R^{9d'};

R^{9d} and R^{9d'}, at each occurrence, are independently selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl;

alternatively, R^{9d} and R^{9d'}, along with the N to which they are attached, join to form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR^{9h}, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

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R^{9e}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CHR')_rC(O)OC₁₋₅ alkyl, (CHR')_rC(O)NR^{9d}R^{9d'}, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rS(O)_pC₁₋₅ alkyl, and (CH₂)_rNR^{9d}R^{9d'}, or alternatively, two R^{9e} on the same carbon atom form =O;

R^{9h} is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, (CH₂)_rphenyl, C(O)R^{9f}, C(O)OR⁹ⁱ, and SO₂R⁹ⁱ;

R⁹ⁱ, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl;

R^{9j}, at each occurrence, is selected from C₃₋₆ cycloalkyl, CN, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rS(O)_pC₁₋₅ alkyl, and (CH₂)_rNR^{9d}R^{9d'};

R¹⁰ is selected from C(O)H, C(O)OH, C(O)R^{10b}, C(O)NR^{10a}R^{10a'}, C(O)OR^{10d}, C(=NR^{10f})NR^{10a}R^{10a'}, S(O)R^{10b}, S(O)₂R^{10b}, S(O)₂NR^{10a}R^{10a'};

R^{10a} and R^{10a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{10e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{10e};

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alternatively, R^{10a} and $R^{10a'}$, along with the N to which they are attached, join to form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR^{10h} , O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{10b} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-3 R^{10e} , and $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{10e} ;

R^{10d} , at each occurrence, is selected from C_{3-8} alkenyl, C_{3-8} alkynyl, methyl, CF_3 , C_{2-6} alkyl substituted with 0-3 R^{10e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-3 R^{10e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

R^{10e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r$ - C_{3-6} cycloalkyl, $C(O)C_{1-6}$ alkyl, $C(O)OC_{1-6}$ alkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{10f}R^{10f}$, $(CH_2)_r$ phenyl, and a heterocycle substituted with 0-1 R^{10g} , wherein the heterocycle is selected from imidazole, thiazole, oxazole, pyrazole, 1,2,4-

AMENDMENTS TO THE CLAIMS

triazole, 1,2,3-triazole, isoxazole, and tetrazole,;

R^{10f}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl;

R^{10g} is selected from methyl, ethyl, acetyl, and CF₃;

R^{10h} is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, (CH₂)_rphenyl, C(O)R^{10f}, C(O)OR¹⁰ⁱ, and SO₂R¹⁰ⁱ;

R¹⁰ⁱ, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl;

R¹³, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, (CF₂)_wCF₃, (CH₂)_qNR^{13a}R^{13a'}, (CH₂)_qOH, (CH₂)_qOR^{13b}, (CH₂)_qSH, (CH₂)_qSR^{13b}, (CH₂)_wC(O)OH, (CH₂)_wC(O)R^{13b}, (CH₂)_wC(O)NR^{13a}R^{13a'}, (CH₂)_qNR^{13d}C(O)R^{13a}, (CH₂)_wC(O)OR^{13b}, (CH₂)_qOC(O)R^{13b}, (CH₂)_wS(O)_pR^{13b}, (CH₂)_wS(O)₂NR^{13a}R^{13a'}, (CH₂)_qNR^{13d}S(O)₂R^{13b}, and (CH₂)_w-phenyl substituted with 0-3 R^{13c};

R^{13a} and R^{13a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{13c};

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R^{13b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13c}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, and (CH₂)_rNR^{13d}R^{13d};

R^{13d}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹⁵, at each occurrence, is selected from =O, C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CHR')_rNR^{15a}R^{15a'}, (CHR')_rOH, (CHR')_rO(CHR')_rR^{15d}, (CHR')_rSH, (CHR')_rC(O)H, (CHR')_rC(O)OH, (CHR')_rC(O)(CHR')_rR^{15b}, (CHR')_rC(O)NR^{15a}R^{15a'}, (CHR')_rNR^{15f}C(O)O(CHR')_rR^{15d}, (CHR')_rOC(O)NR^{15a}R^{15a'}, (CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}, (CHR')_rNR^{15f}C(O)NR^{15f}R^{15f}, (CHR')_rC(O)O(CHR')_rR^{15d}, (CHR')_rOC(O)(CHR')_rR^{15b}; (CHR')_rC(=NR^{15f})NR^{15a}R^{15a'}, (CHR')_rNHC(=NR^{15f})NR^{15f}R^{15f}, (CHR')_rS(O)_p(CHR')_rR^{15b}, (CHR')_rS(O)₂NR^{15a}R^{15a'}, (CHR')_rNR^{15f}S(O)₂(CHR')_rR^{15b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', (CHR')_rphenyl substituted with 0-3 R^{15e}, and a (CH₂)_{r-5-10} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

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R', at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with R^{15e};

R^{15a} and R^{15a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{15e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

alternatively, R^{15a} and R^{15a'}, along with the N to which they are attached, join to form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR^{15h}, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{15b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-3 R^{15e}, and (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15d}, at each occurrence, is selected from C₃₋₈ alkenyl, C₃₋₈ alkynyl, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{15e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue

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substituted with 0-3 R^{15e}, and a (CH₂)_r5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15e};

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, C(O)C₁₋₆ alkyl, C(O)OC₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{15f}R^{15f}, (CH₂)_rphenyl, and a heterocycle substituted with 0-1 R^{15g}, wherein the heterocycle is selected from imidazole, thiazole, oxazole, pyrazole, 1,2,4-triazole, 1,2,3-triazole, isoxazole, and tetrazole,;

R^{15f}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl;

R^{15g} is selected from methyl, ethyl, acetyl, and CF₃;

R^{15h} is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, (CH₂)_rphenyl, C(O)R^{15f}, C(O)OR¹⁵ⁱ, and SO₂R¹⁵ⁱ;

R¹⁵ⁱ, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl;

R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CHR')_rNR^{16a}R^{16a'}, (CHR')_rOH,

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$(\text{CHR}')_r\text{O}(\text{CHR}')_r\text{R}^{16d}$, $(\text{CHR}')_r\text{SH}$, $(\text{CHR}')_r\text{C}(\text{O})\text{H}$,
 $(\text{CHR}')_r\text{C}(\text{O})\text{OH}$, $(\text{CHR}')_r\text{C}(\text{O})(\text{CHR}')_r\text{R}^{16b}$,
 $(\text{CHR}')_r\text{C}(\text{O})\text{NR}^{16a}\text{R}^{16a'}$, $(\text{CHR}')_r\text{NR}^{16f}\text{C}(\text{O})(\text{CHR}')_r\text{R}^{16b}$,
 $(\text{CHR}')_r\text{C}(\text{O})\text{O}(\text{CHR}')_r\text{R}^{16d}$, $(\text{CHR}')_r\text{OC}(\text{O})(\text{CHR}')_r\text{R}^{16b}$,
 $(\text{CHR}')_r\text{C}(=\text{NR}^{16f})\text{NR}^{16a}\text{R}^{16a'}$,
 $(\text{CHR}')_r\text{NHC}(=\text{NR}^{16f})\text{NR}^{16f}\text{R}^{16f}$, $(\text{CHR}')_r\text{S}(\text{O})_p(\text{CHR}')_r\text{R}^{16b}$,
 $(\text{CHR}')_r\text{S}(\text{O})_2\text{NR}^{16a}\text{R}^{16a'}$, $(\text{CHR}')_r\text{NR}^{16f}\text{S}(\text{O})_2(\text{CHR}')_r\text{R}^{16b}$,
 C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3
 R' , C_{2-8} alkynyl substituted with 0-3 R' , and
 $(\text{CHR}')_r\text{phenyl}$ substituted with 0-3 R^{16e} ;

R^{16a} and $\text{R}^{16a'}$, at each occurrence, are selected from H,
 C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(\text{CH}_2)_r$ -
 C_{3-10} carbocyclic residue substituted with 0-5
 R^{16e} , and a $(\text{CH}_2)_r$ -5-10 membered heterocyclic
 system containing 1-4 heteroatoms selected from N,
 O, and S, substituted with 0-2 R^{16e} ;

alternatively, R^{16a} and $\text{R}^{16a'}$, along with the N to which
 they are attached, join to form a 5-6 membered
 heterocyclic system containing 1-2 heteroatoms
 selected from NR^{16h} , O, and S and optionally fused
 with a benzene ring or a 6-membered aromatic
 heterocycle;

R^{16b} , at each occurrence, is selected from C_{1-6} alkyl,
 C_{3-8} alkenyl, C_{3-8} alkynyl, a $(\text{CH}_2)_r\text{C}_{3-6}$ carbocyclic
 residue substituted with 0-3 R^{16e} , and a $(\text{CH}_2)_r$ -
 5-6 membered heterocyclic system containing 1-4

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heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16d}, at each occurrence, is selected from C₃₋₈ alkenyl, C₃₋₈ alkynyl, C₁₋₆ alkyl substituted with 0-3 R^{16e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{16e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16e};

R^{16e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{16f}R^{16f}, and (CH₂)_rphenyl;

R^{16f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

R^{16h} is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, (CH₂)_rphenyl, C(O)R^{16f}, C(O)OR¹⁶ⁱ, and SO₂R¹⁶ⁱ;

R¹⁶ⁱ, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl;

m, at each occurrence, is independently selected from 0, 1, and 2;

t, at each occurrence, is independently selected from 1 and 2;

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w, at each occurrence, is independently selected from 0 and 1;

r, at each occurrence, is independently selected from 0, 1, 2, 3, 4, and 5;

q, at each occurrence, is independently selected from 1, 2, 3, 4, and 5; and

p, at each occurrence, is independently selected from 0, 1, and 2.

2 ~~23~~. (ORIGINAL) The compound of claim ~~22~~¹, wherein:

R⁴ is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_r-phenyl substituted with 0-3 R^{4c};

R^{4c}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4a}R^{4a'}, and (CH₂)_rphenyl;

R¹ and R² are independently selected from H and C₁₋₄ alkyl;

R⁶, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,

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$(\text{CF}_2)_r\text{CF}_3$, CN , $(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{OR}^{6b}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{6b}$,
 $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{6a}\text{R}^{6a'}$, $(\text{CH}_2)_r\text{NR}^{6d}\text{C}(\text{O})\text{R}^{6a}$, and
 $(\text{CH}_2)_t\text{phenyl}$ substituted with 0-3 R^{6c} ;

R^{6a} and $\text{R}^{6a'}$, at each occurrence, are selected from H,
 $\text{C}_{1-6}\text{alkyl}$, $\text{C}_{3-6}\text{ cycloalkyl}$, and phenyl substituted
with 0-3 R^{6c} ;

R^{6b} , at each occurrence, is selected from $\text{C}_{1-6}\text{ alkyl}$,
 $\text{C}_{3-6}\text{ cycloalkyl}$, and phenyl substituted with 0-3
 R^{6c} ;

R^{6c} , at each occurrence, is selected from $\text{C}_{1-6}\text{ alkyl}$,
 $\text{C}_{3-6}\text{ cycloalkyl}$, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$,
 $(\text{CH}_2)_r\text{OC}_{1-5}\text{ alkyl}$, $(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{SC}_{1-5}\text{ alkyl}$, and
 $(\text{CH}_2)_r\text{NR}^{6d}\text{R}^{6d}$;

R^{6d} , at each occurrence, is selected from H, C_{1-6}
 alkyl , and $\text{C}_{3-6}\text{ cycloalkyl}$;

R^{13} , at each occurrence, is selected from $\text{C}_{1-4}\text{ alkyl}$,
 $\text{C}_{3-6}\text{ cycloalkyl}$, $(\text{CH}_2)\text{NR}^{13a}\text{R}^{13a'}$, $(\text{CH}_2)\text{OH}$,
 $(\text{CH}_2)\text{OR}^{13b}$, $(\text{CH}_2)_w\text{C}(\text{O})\text{R}^{13b}$, $(\text{CH}_2)_w\text{C}(\text{O})\text{NR}^{13a}\text{R}^{13a'}$,
 $(\text{CH}_2)\text{NR}^{13d}\text{C}(\text{O})\text{R}^{13a}$, $(\text{CH}_2)_w\text{S}(\text{O})_2\text{NR}^{13a}\text{R}^{13a'}$,
 $(\text{CH}_2)\text{NR}^{13d}\text{S}(\text{O})_2\text{R}^{13b}$, and $(\text{CH}_2)_w\text{-phenyl}$ substituted
with 0-3 R^{13c} ;

R^{13a} and $\text{R}^{13a'}$, at each occurrence, are selected from H,
 $\text{C}_{1-6}\text{ alkyl}$, $\text{C}_{3-6}\text{ cycloalkyl}$, and phenyl substituted
with 0-3 R^{13c} ;

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R^{13b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13c}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, and (CH₂)_rNR^{13d}R^{13d};

R^{13d}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

q is selected from 1, 2, and 3; and

r is selected from 0, 1, 2, and 3.

3 ² -24. (ORIGINAL) The compound of claim ~~23~~, wherein:

R³ is selected from a methyl substituted with 0-1 R¹⁰, C₂₋₈ alkyl substituted with 0-3 R⁷, a (CR^{3'}H)_r-carbocyclic residue substituted with 0-5 R¹⁵, wherein the carbocyclic residue is selected from phenyl, C₃₋₆ cycloalkyl, naphthyl, and adamantyl; and a (CR^{3'}H)_r-heterocyclic system substituted with 0-3 R¹⁵, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indazolyl, isoxazolinyl, morpholinyl, pyrrolidinyl, tetrahydropyranyl,

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tetrahydrofuranyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

R⁵ is selected from (CR^{5'}H)_t-phenyl substituted with 0-5 R¹⁶; and a (CR^{5'}H)_t-heterocyclic system substituted with 0-3 R¹⁶, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

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4 25. (ORIGINAL) The compound of claim 24, wherein

Ring B is a 5 or 6 membered heterocycle ring wherein the heterocycle ring includes -NR⁹-, -O-, -S(O)_p-, -NR^{9d}C(O)-, -C(O)NR^{9d}-, -C(O)O-, -OC(O)-, -NR^{9d}C(O)NR^{9d}-, -NR^{9d}C(O)O-, -OC(O)NR^{9d}-, -NR^{9d}S(O)₂-, or -S(O)₂NR^{9d}, the heterocycle ring being optionally substituted by 0-2 R⁸;

R⁹ is selected from H, CH₃, C₂₋₆ alkyl substituted with 0-3 R^{9a}, C₃₋₈ alkenyl, C₃₋₈ alkynyl, C₁₋₃ haloalkyl, (CH₂)_rC(O)C₁₋₆ alkyl substituted with 0-2 R^{9j},

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$(\text{CH}_2)_r\text{C}(\text{O})\text{OC}_{1-6}$ alkyl substituted with 0-3 R^{9b} ,
 $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{9d}\text{R}^{9d'}$, $(\text{CH}_2)_r\text{S}(\text{O})_2\text{C}_{1-6}$ alkyl, $\text{S}(\text{O})_2\text{C}_{1-6}$
trifluoromethyl, $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{9'}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{9d}\text{R}^{9'}$,
 $(\text{CH}_2)_r\text{S}(\text{O})_2\text{R}^{9'}$, $\text{R}^{9'}$, and $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{9d}\text{R}^{9'}$;

$\text{R}^{9'}$, at each occurrence, is independently selected from
 $(\text{CHR}')_r\text{C}_{3-6}$ cycloalkyl substituted with 0-3 R^{9e} ,
wherein the cycloalkyl is selected from
cyclopropyl, cyclobutyl, cyclopentyl, and
cyclohexyl, $(\text{CHR}')_r\text{phenyl}$ substituted with 0-3
 R^{9c} , $(\text{CHR}')_r$ 5-6 membered heterocycle system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{9c} , wherein the
heterocycle is selected from oxadiazolyl,
morpholinyl, piperidinyl, tetrahydropyranyl,
tetrahydrothiopyranyl, tetrahydrothiopyranyl
dioxide, thiophene, imidazolyl, pyrrolidinyl,
pyrrolyl, thiazolyl, and furanyl, and
 $(\text{CHR}')_r\text{phenyl}$ substituted with 0-3 R^{9c} ;

R^{9a} , at each occurrence, is selected from CN, O-methyl,
O-ethyl, CF_3 , OH, $\text{OC}(\text{O})$ -methyl, S-methyl, S-ethyl,
S-propyl, $\text{S}(\text{O})_p$ -methyl, $\text{S}(\text{O})_p$ -ethyl, $\text{S}(\text{O})_p$ -propyl,
and $\text{NR}^{9d}\text{R}^{9d'}$;

R^{9b} , at each occurrence, is selected from cyclopropyl,
cyclobutyl, cyclopentyl, CN, CF_3 , $\text{CH}_2\text{-OC}_{1-5}$ alkyl,
 $\text{CH}_2\text{-OH}$, $\text{CH}_2\text{-SC}_{1-5}$ alkyl, and $\text{CH}_2\text{-NR}^{9d}\text{R}^{9d'}$;

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R^{9c} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rC(O)OC_{1-5}$ alkyl, $(CH_2)_rC(O)C_{1-5}$ alkyl, $(CH_2)_rC(O)NR^{9d}R^{9d'}$, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rS(O)_pC_{1-5}$ alkyl, and $(CH_2)_rNR^{9d}R^{9d'}$;

provided that if R^{9c} is attached to a carbon attached to the nitrogen on Ring B, then R^{9c} is selected from $(CH_2)_qOH$, $(CH_2)_qOC_{1-5}$ alkyl, $(CH_2)_qSC_{1-5}$ alkyl, $(CH_2)_qS(O)_pC_{1-5}$ alkyl, and $(CH_2)_qNR^{9d}R^{9d'}$;

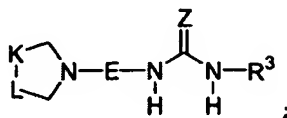
R^{9d} and $R^{9d'}$, at each occurrence, are independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl and phenyl;

R^{9e} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rC(O)OC_{1-5}$ alkyl, $(CH_2)_rC(O)NR^{9d}R^{9d'}$, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rS(O)_pC_{1-5}$ alkyl, and $(CH_2)_rNR^{9d}R^{9d'}$, or alternatively, two R^{9e} on the same carbon atom form $=O$; and

R^{9j} , at each occurrence, is selected from cyclopropyl, cyclobutyl, cyclopentyl, CN, CF_3 , O-methyl, O-ethyl, O-propyl, O-i-propyl, O-butyl, OH, S-methyl, S-ethyl, and $NR^{9d}R^{9d'}$.

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~~26~~. (ORIGINAL) The compound of claim ⁴~~25~~, wherein the compound of formula (I) is:



Z is selected from O, S, NCN, and NCONH₂;

R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, CF₃, Cl, Br, I, F, (CH₂)_rNR^{16a}R^{16a'}, NO₂, CN, OH, (CH₂)_rOR^{16d}, (CH₂)_rC(O)R^{16b}, (CH₂)_rC(O)NR^{16a}R^{16a'}, (CH₂)_rNR^{16f}C(O)R^{16b}, (CH₂)_rS(O)_pR^{16b}, (CH₂)_rS(O)₂NR^{16a}R^{16a'}, (CH₂)_rNR^{16f}S(O)₂R^{16b}, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16a} and R^{16a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16d}, at each occurrence, is selected from C₁₋₆ alkyl and phenyl;

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R^{16e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl; and

R^{16f}, at each occurrence, is selected from H, and C₁₋₅ alkyl.

6-27. (ORIGINAL) The compound of claim 26⁵, wherein:

Ring B is a 5 or 6 membered saturated heterocycle ring, wherein the heterocycle ring is selected from piperidine, tetrahydropyran, tetrahydrothiopyran, tetrahydrothiopyran 1,1-dioxide, tetrahydrothiopyran 1-monooxide, piperidin-2-one, tetrahydropyran-2-one, [1,2]thiazinane 1,1-dioxide, pyrrolidine, tetrahydrofuran, tetrahydrothiophene, pyrrolidin-2-one, dihydrofuran-2-one, and isothiazolidine 1,1-dioxide, the heterocycle ring being optionally substituted by 0-2 R⁸;

R⁵ is CH₂phenyl substituted with 0-3 R¹⁶; and

r is selected from 0, 1, and 2.

7-28. (ORIGINAL) The compound of claim 27⁶, wherein:

K is selected from CH₂ and CHR⁵;

L is CHR⁵;

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R^3 is selected from a C_{3-10} carbocyclic residue substituted with 0-3 R^{15} , wherein the carbocyclic residue is selected from cyclopropyl, cyclopentyl, cyclohexyl, phenyl, naphthyl and adamantyl, and a $(CR^{3'}H)_r$ -heterocyclic system substituted with 0-3 R^{15} , wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indazolyl, isoxazolyl, morpholinyl, pyrrolidinyl, tetrahydropyranyl, tetrahydrofuranyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

R^{15} , at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_r C_{3-6}$ cycloalkyl, CF_3 , Cl, Br, I, F, $(CH_2)_r NR^{15a} R^{15a'}$, NO_2 , CN, OH, $(CH_2)_r OR^{15d}$, $(CH_2)_r C(O) R^{15b}$, $(CH_2)_r C(O) NR^{15a} R^{15a'}$, $(CH_2)_r NR^{15f} C(O) R^{15b}$, $(CH_2)_r NR^{15f} C(O) O(CHR')_r R^{15d}$, $(CH_2)_r OC(O) NR^{15a} R^{15a'}$, $(CH_2)_r S(O)_p R^{15b}$, $(CH_2)_r S(O)_2 NR^{15a} R^{15a'}$, $(CH_2)_r NR^{15f} S(O)_2 R^{15b}$, $(CH_2)_r$ phenyl substituted with 0-3 R^{15e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e} , wherein the heterocyclic system is selected from tetrazolyl, piperidinyl, pyrrolidinyl, imidazolyl, thiazolyl,

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pyrazolyl, pyridyl, thienyl, furanyl, pyrrolyl, oxazolyl, isoxazolyl, triazolyl, pyridazinyl, pyrimidinyl, pyrazinyl, morpholinyl, oxadiazolyl, and thiadiazolyl;

R^{15a} and R^{15a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e};

alternatively, R^{15a} and R^{15a'}, along with the N to which they are attached, join to form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR^{15h}, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{15b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e};

R^{15d}, at each occurrence, is selected from C₁₋₆ alkyl and phenyl;

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl; and

R^{15f}, at each occurrence, is selected from H, and C₁₋₅ alkyl.

8 ~~29~~. (ORIGINAL) The compound of claim ⁷~~28~~, wherein

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G is selected from CH_2 and C=O ;

L is CHR^5 ;

B is selected from piperidine, tetrahydropyran, tetrahydrothiopyran, pyrrolidinyl, tetrahydrofuryl, tetrahydrothiophenyl, tetrahydrothiophene 1-oxide, and tetrahydrothiophene 1,1-dioxide;

R^3 is selected from phenyl substituted with 1-2 R^{15} , $-\text{CH}_2-\text{CH}_2$ -morpholin-1-yl substituted with 1-2 R^{15} , indazolyl substituted with 1-2 R^{15} , pyrazolyl substituted with 1-2 R^{15} or thiazolyl substituted with 1-2 R^{15} ;

R^5 is selected from a CH_2 -phenyl substituted with 1-2 R^{16} ;

R^9 is selected from H, C_{2-6} alkyl substituted with 0-3 R^{9a} , wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, neo-pentyl; $-\text{CH}_2\text{CH}=\text{CH}_2$; $-\text{CH}_2\text{C}\equiv\text{CH}$; 2-fluoroethyl, 2,2-difluoroethyl, 2,2,2-trifluoroethyl, $(\text{CH}_2)_r\text{C}(\text{O})\text{C}_{1-6}$ alkyl substituted with 0-2 R^{9j} , wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, t-butyl; $\text{C}(\text{O})\text{O}$ methyl, $\text{C}(\text{O})\text{O}$ t-butyl, SO_2 methyl, SO_2 ethyl, SO_2 propyl, SO_2 i-propyl, SO_2 t-butyl, SO_2CF_3 , $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{9d}\text{R}^{9d'}$;

AMENDMENTS TO THE CLAIMS

$(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{9'}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{9d}\text{R}^{9'}$, $(\text{CH}_2)_r\text{S}(\text{O})_2\text{R}^{9'}$,
 $\text{R}^{9'}$, and $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{9d}\text{R}^{9'}$;

$\text{R}^{9'}$, at each occurrence, is independently selected from $(\text{CHR}')_r\text{C}_{3-6}$ cycloalkyl, wherein the cycloalkyl is selected from cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl, $(\text{CHR}')_r$ phenyl substituted with 0-3 R^{9c} , $(\text{CHR}')_r$ 5-6 membered heterocycle system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c} , wherein the heterocycle is selected from oxadiazolyl, morpholinyl, piperidinyl, tetrahydropyranyl, tetrahydrothiopyranyl, tetrahydrothiopyranyl dioxide, thiophene, imidazolyl, pyrrolidinyl, pyrrolyl, thiazolyl, and furanyl, and $(\text{CHR}')_r$ phenyl substituted with 0-3 R^{9c} ;

R^{9a} , at each occurrence, is selected from CN, O-methyl, O-ethyl, CF_3 , OH, $\text{OC}(\text{O})$ -methyl, S-methyl, S-ethyl, S-propyl, $\text{S}(\text{O})_p$ -methyl, $\text{S}(\text{O})_p$ -ethyl, $\text{S}(\text{O})_p$ -propyl, and $\text{NR}^{9d}\text{R}^{9d'}$;

R^{9c} , at each occurrence, is selected from methyl, ethyl, propyl, $\text{C}(\text{O})$ -methyl, $\text{C}(\text{O})\text{O}$ -t-butyl;

R^{9d} and $\text{R}^{9d'}$, at each occurrence, are independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, t-butyl;

AMENDMENTS TO THE CLAIMS

R^{9j}, at each occurrence, is selected from O-methyl, O-ethyl, and NR^{9d}R^{9d'};

R¹⁵ is selected from Me, CF₃, OMe, OCF₃, F, Cl, Br, OH, OMe, C(O)Me, CH(OH)Me, CN, CO₂Me, CO₂Et, SO₂NH₂, NHC(O)Me, C(O)NH₂, C(O)NHMe, C(O)NHCH₂CH₂OMe, C(O)piperidinyl, C(O)pyrrolidinyl, C(O)morpholinyl, and a 5-6 membered heterocyclic system, wherein the heterocyclic system is selected from tetrazolyl, indazolyl, pyrazolyl, triazolyl, morpholinyl, and thiazolyl, the heterocyclic system substituted with 0-2 R^{15e};

R^{15e} is selected from methyl, ethyl, propyl, i-propyl, cyclopropyl, cyclopropylmethyl, acetyl, and t-butoxycarbonyl;

R¹⁶ is selected from F, Cl, Br, and I;

9 ~~30~~. (ORIGINAL) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim ~~22~~.¹

31. (CANCELLED)

10 ~~32~~. (ORIGINAL) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim ~~22~~.¹

AMENDMENTS TO THE CLAIMS

11 33. (ORIGINAL) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 28,⁷ or a pharmaceutically acceptable salt thereof.

34. (CANCELLED)

35. (CANCELLED)

12 36. (CURRENTLY AMENDED) A method for treating inflammation in disorders ~~A method for treating disorders~~ comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 22,¹ or a pharmaceutically acceptable salt thereof, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, ~~bullous pemphigoid~~, ~~helminthic parasitic infections~~, ^{ulcerative} ~~allergic~~ colitis, eczema, conjunctivitis, transplantation, ~~familial eosinophilia~~, eosinophilic cellulitis, eosinophilic pneumonias, and eosinophilic fasciitis, and eosinophilic gastroenteritis, ~~drug induced eosinophilia, HIV infection, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, and colonic carcinoma.~~

13 37. (ORIGINAL) The method according to Claim 36,¹² wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, and inflammatory bowel diseases.

AMENDMENTS TO THE CLAIMS

¹⁴38. (ORIGINAL) The method according to Claim ¹³37, wherein the disorder is asthma.

39. (CANCELLED)

¹⁵40. (CURRENTLY AMENDED) A method for treating inflammation in disorders ~~A method for treating disorders~~ comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim ~~39~~²⁹⁻⁸, or a pharmaceutically acceptable salt thereof, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, ~~bullous pemphigoid~~, ~~helminthic parasitic infections~~, ^{ulcerative}allergic colitis, eczema, ~~conjunctivitis~~, transplantation, ~~familial eosinophilia~~, eosinophilic cellulitis, eosinophilic pneumonias, ^{and} eosinophilic fasciitis, ~~and eosinophilic gastroenteritis~~, ~~drug induced eosinophilia~~, HIV infection, ~~cystic fibrosis~~, Churg-Strauss syndrome, ~~lymphoma~~, ~~Hodgkin's disease~~, and ~~colonic carcinoma~~.